

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
WIDE AREA INFORMATION SERVERS, INC.
SEPTEMBER 22, 1994

Pursuant to notice duly and validly given in accordance with the Bylaws, a regular meeting of the Board of Directors of Wide Area Information Servers, Inc., a California corporation, was held on September 22, 1994 at 10:00 A.M. at the corporation's offices at 1040 Noel Drive, Menlo Park, California, 94025. Brewster Kahle, Chairman and Chief Executive Officer, chaired the meeting, and Allen L. Morgan of Wilson, Sonsini, Goodrich & Rosati, Professional Corporation, Counsel to, and Secretary of, the Company, acted as secretary of the meeting.

The following directors were present:

Brewster Kahle
William Dunn
John Duhring

Also present were:

Allen L. Morgan of Wilson, Sonsini, Goodrich & Rosati,
Counsel to, and Secretary of, the Company
Nicholas M. Scharf, a consultant to the Company

AMENDED AND RESTATED BYLAWS

The Board next discussed the desirability of changing and updating the Company's current bylaws. After discussion, upon motion duly made, seconded and unanimously carried, it was:

RESOLVED: That the Bylaws of this corporation, adopted July 15, 1992, are hereby terminated and that the terms of the Amended and Restated Bylaws of this corporation in the form attached hereto as Exhibit A are hereby approved, ratified and adopted as the Bylaws of this corporation.

RESOLVED FURTHER: That the officers and directors are hereby authorized and directed to do any and all things necessary and appropriate to effect the intent of the foregoing resolution including, without limitation, soliciting the approval of the shareholders of this corporation.

EMPLOYEE CONFIDENTIALITY AGREEMENT

The Board next discussed adopting a standard Employment, Confidential Information and Invention Assignment Agreement for employees, the form of which is attached hereto as Exhibit B. After discussion, upon motion duly made, seconded and unanimously carried, it was:

RESOLVED: That the form of Employment, Confidential Information and Invention Assignment Agreement attached hereto as Exhibit B is hereby adopted for use by this corporation.

RESOLVED FURTHER: That the Chief Executive Officer and/or the Chief Financial Officer of this corporation be and hereby is authorized and directed to cause all employees with access to company intellectual property to enter into a counterpart of such agreement as part of the new employee intake process.

CONSULTING AGREEMENT

The Board next discussed adopting a standard Consulting Agreement for consultants to the Company, the form of which is attached hereto as Exhibit C. After discussion, upon motion duly made, seconded and unanimously carried, it was:

RESOLVED: That the form of Consulting Agreement attached hereto as Exhibit C is hereby adopted for use by this corporation.

RESOLVED FURTHER: That the Chief Executive Officer and/or the Chief Financial Officer of this corporation be and hereby is authorized and directed to cause all consultants with access to company intellectual property to enter into a counterpart of such agreement as part of the consultant retention process.

INDEMNIFICATION AGREEMENT

After discussion concerning the advisability of a standard Indemnification Agreement, the form of which is attached hereto as Exhibit D, the Board, upon motion duly made, seconded and unanimously carried, adopted the following resolutions:

RESOLVED: That this corporation is hereby authorized to enter into indemnification agreements in the form attached hereto as Exhibit D, with the current members of this board of directors, and, further, with future members of this board of directors, as and when they join this board of directors, and with the current executive officers, and, further, with future executive officers of this corporation as and when they commence employment with this corporation.

RESOLVED FURTHER: That the officers and directors are hereby authorized and directed to do any and all things necessary and appropriate to effectuate the intent of the foregoing resolution including, without limitation, soliciting the approval of the shareholders of this corporation.

1994 STOCK PLAN

The Board next discussed adopting a stock plan for the Company and its employees. After discussion, upon motion duly made and seconded, it was:

RESOLVED: That this corporation hereby adopts the 1994 Stock Plan in the form attached hereto as Exhibit E and related form of Stock Option Agreement, Stock Option Agreement - Early Exercise, and Notice of Grant of Stock Purchase Right and Restricted Stock Purchase Agreement as attached hereto as Exhibit F, Exhibit G and Exhibit H, respectively.

RESOLVED FURTHER: That a total of 750,000 shares of this corporation's authorized but unissued shares of Common Stock are reserved for issuance under the 1994 Stock Plan and the corporation is authorized to issue such shares from time to time upon exercise of options granted under the 1994 Stock Plan.

RESOLVED FURTHER: That the corporation shall propose to the shareholders of the corporation that those shareholders

approve the 1994 Stock Plan in substantially the form attached hereto as Exhibit E.

APPOINTMENT OF OFFICERS

The Board next discussed the titles and responsibilities of the current executive officers of this corporation. After discussion, upon motion duly made and seconded, it was:

RESOLVED: That Allen L. Morgan be and hereby is appointed an officer of this corporation with the title of Secretary with such responsibilities as shall be designated by the President or this Board of Directors from time to time, to serve at the pleasure of the Board of Directors, such election to be effective as of the date hereof.

RESOLVED: That Christopher J. Younger be and hereby is appointed an officer of this corporation with the title of Assistant Secretary with such responsibilities as shall be designated by the President or this Board of Directors from time to time, to serve at the pleasure of the Board of Directors, such election to be effective as of the date hereof.

RESOLVED FURTHER: That, for record purposes, the following is a complete list of the officers of this corporation:

<u>Name</u>	<u>Title</u>
Brewster Kahle	Chairman of the Board, President, Chief Executive Officer, Chief Financial Officer, and Assistant Secretary
John Duhring	Vice President, Business Information Services
Bruce Gilliat	Vice President, Sales and Marketing
Allen L. Morgan	Secretary
Christopher J. Younger	Assistant Secretary

AUTHORIZATION OF OUTSIDE GENERAL COUNSEL

The Board next discussed obtaining outside general counsel.
After discussion, upon motion duly made and seconded, it was:

RESOLVED: That the law firm of Wilson, Sonsini, Goodrich & Rosati of Palo Alto, California be appointed general outside counsel to the Company with such responsibilities as shall be designated by the President or this Board of Directors from time to time, and to serve at the pleasure of the Board of Directors.

REAUTHORIZATION TO REPAY LOAN FROM BREWSTER KAHLE

After discussion regarding Brewster Kahle's several loans to the Company, on the dates and in the amounts shown on the promissory notes attached hereto as Exhibit I, upon motion duly made and seconded, it was:

RESOLVED: That the Corporation hereby approves and ratifies the terms of the promissory notes issued to Brewster Kahle, the dates, terms and amounts of which are shown in the promissory notes attached hereto as Exhibit I.

RESOLVED FURTHER: That the officers and directors are hereby authorized and directed to do any and all things necessary and appropriate to effectuate the intent of the foregoing resolution including, without limitation, the repayment of any interest and principal owing on such promissory notes.

RATIFICATION OF BREWSTER KAHLE'S SHARE PURCHASE

After discussion regarding Brewster Kahle's purchase of Two Million Five Hundred Thousand (2,500,000) shares, dated August 17, 1992, upon motion duly made and seconded, it was:

RESOLVED: That the Corporation hereby approves and ratifies its sale, on August 17, 1992 of Two Million Five Hundred Thousand (2,500,000) shares to Brewster Kahle for a total consideration of Twenty-Five Thousand Dollars (\$25,000).

APPROVAL OF STOCK OPTIONS

After discussion, upon motion duly made and unanimously carried, the following resolutions were adopted:

RESOLVED: That this corporation hereby grants options under this corporation's 1994 Stock Plan (the "Plan") to purchase an aggregate of Four Hundred Sixty-Four Thousand (464,000) shares of Common Stock of this corporation, each such option having an exercise price of _____ per share, to the individuals and in the amounts listed on Exhibit J attached hereto; such options to vest 25% on the first anniversary of the vesting commencement date set forth opposite such names, respectively, on Exhibit J, and then in equal amounts for the following 36 months.

RESOLVED FURTHER: That, unless indicated on Exhibit J by the notation "NSO," denoting a non-statutory option, the options granted pursuant to the preceding resolution are intended to be incentive stock options within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended.

RESOLVED FURTHER: That, after consideration of various valuation factors, including the corporation's operating losses, business prospects and accompanying risks, and recent sales of stock by the corporation to third parties, the Board of Directors hereby determines that the fair market value of this Corporation's Common Stock is _____ per share.

RESOLVED FURTHER: That the directors and officers of this corporation are hereby authorized and directed to do all things necessary or appropriate to effectuate the intent of the foregoing resolutions.

Executed as of the date first appearing above.

WIDE AREA INFORMATION SERVERS, INC.
BOARD OF DIRECTORS:

Allen Morgan, Secretary